

GIBSON, DUNN & CRUTCHER LLP

200 Park Avenue
New York, NY 10166-0193
(212) 351-4000
Matthew J. Williams
Joshua Weisser
Keith R. Martorana

Attorneys for the Motors Liquidation Company Avoidance Action Trust

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	(Jointly Administered)
Debtors.	:	
-----X		

**NOTICE OF AMENDMENT AND RESTATEMENT OF MOTORS
LIQUIDATION COMPANY AVOIDANCE ACTION TRUST AGREEMENT**

The Motors Liquidation Company Avoidance Action Trust, by its undersigned counsel, pursuant to Section 13.13(c) of the Motors Liquidation Company Avoidance Action Trust Agreement dated March 30, 2011 (the “**Original Agreement**”) hereby files the Amended and Restated Avoidance Action Trust Agreement dated as of May 11, 2012 (the “**Amended and Restated Agreement**”), a copy of which is annexed hereto as Exhibit A, which has been fully executed and is currently effective. The Amended and Restated Agreement amends and restates the Original Agreement in its entirety, as authorized by the *Order Approving Amendment and Restatement of Motors Liquidation Company Avoidance Action Trust Agreement* issued by this Court on May 11, 2012.

Dated: New York, New York
May 11, 2012

GIBSON, DUNN & CRUTCHER LLP

By: /s/ Matthew J. Williams

Matthew J. Williams
Joshua Weisser
Keith R. Martorana
200 Park Avenue
New York, NY 10166-0193

*Attorneys for the Motors Liquidation Company
Avoidance Action Trust*